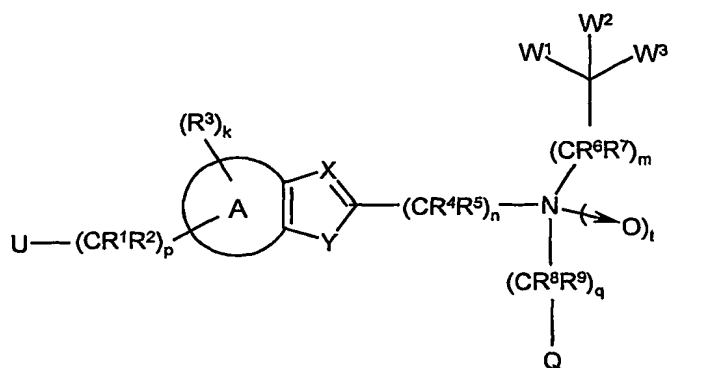


What is claimed is:

1. A compound of Formula I:



5 wherein:

X is CH or N;

Y is N(R¹⁰), O, or S, wherein t is 0 or 1 when Y is N(R¹⁰) or O, and t is 0 when Y is S;

10 U is selected from halo, -OR¹⁰, -NR¹⁴R¹⁵, nitro, cyano, -COOR¹⁰, -COR¹³, -OCOR¹³, -CONR¹⁴R¹⁵, -N(R¹⁴)COR¹³, -SO₃H, -SO₂NR¹⁴R¹⁵, -C(=NR¹⁷)NR¹⁴R¹⁵, -N(R¹⁴)SO₂R¹⁶, and a 5 or 6-membered heterocyclic group;

A is a phenyl fused ring moiety or a pyridyl fused ring moiety, wherein when A is a phenyl ring moiety, k is 0-3 and t is 0 or 1 and when A is a pyridyl ring moiety, k is 0-2 and t is 0;

15 W¹ is selected from C₃-C₈ cycloalkyl, aryl and Het, wherein said C₃-C₈ cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹⁰, -C₀-C₆ alkyl-C(O)SR¹⁰, -C₀-C₆ alkyl-CONR¹¹R¹², -C₀-C₆ alkyl-COR¹³, -C₀-C₆ alkyl-NR¹¹R¹², 20 -C₀-C₆ alkyl-SR¹⁰, -C₀-C₆ alkyl-OR¹⁰, -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹¹R¹², -C₀-C₆ alkyl-SO₂R¹⁰, -C₀-C₆ alkyl-SOR¹³, -C₀-C₆ alkyl-OCOR¹³, -C₀-C₆ alkyl-OC(O)NR¹¹R¹², -C₀-C₆ alkyl-OC(O)OR¹³, -C₀-C₆ alkyl-NR¹¹C(O)OR¹³, -C₀-C₆ alkyl-NR¹¹C(O)NR¹¹R¹², and -C₀-C₆ alkyl-NR¹¹COR¹³, where said C₁-C₆ alkyl, is optionally unsubstituted or substituted by one or more halo substituents;

25 W² is selected from H, halo, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, -C₀-C₆ alkyl-NR¹¹R¹², -C₀-C₆ alkyl-SR¹⁰, -C₀-C₆ alkyl-OR¹⁰, -C₀-C₆ alkyl-CO₂R¹⁰, -C₀-C₆ alkyl-C(O)SR¹⁰, -C₀-C₆ alkyl-CONR¹¹R¹², -C₀-C₆ alkyl-COR¹³, -C₀-C₆ alkyl-OCOR¹³, -C₀-C₆ alkyl-OCONR¹¹R¹², -C₀-C₆ alkyl-NR¹¹CONR¹¹R¹², -C₀-C₆ alkyl-NR¹¹COR¹³, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and

-C₀-C₆ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C₃-C₇ cycloalkyl, Ar and Het moieties of said -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and

-C₀-C₆ alkyl-C₃-C₇ cycloalkyl are optionally unsubstituted or substituted with one or

- 5 more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹⁰, -C₀-C₆ alkyl-C(O)SR¹⁰, -C₀-C₆ alkyl-CONR¹¹R¹², -C₀-C₆ alkyl-COR¹³, -C₀-C₆ alkyl-NR¹¹R¹², -C₀-C₆ alkyl-SR¹⁰, -C₀-C₆ alkyl-OR¹⁰, -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹¹R¹², -C₀-C₆ alkyl-SO₂R¹⁰, -C₀-C₆ alkyl-SOR¹³, -C₀-C₆ alkyl-OCOR¹³,
 10 -C₀-C₆ alkyl-OC(O)NR¹¹R¹², -C₀-C₆ alkyl-OC(O)OR¹³, -C₀-C₆ alkyl-NR¹¹C(O)OR¹³, -C₀-C₆ alkyl-NR¹¹C(O)NR¹¹R¹², and -C₀-C₆ alkyl-NR¹¹COR¹³, where said C₁-C₆ alkyl, is optionally unsubstituted or substituted by one or more halo substituents;

W³ is selected from the group consisting of: H, halo, C₁-C₆ alkyl,

- 15 -C₀-C₆ alkyl-NR¹¹R¹², -C₀-C₆ alkyl-SR¹⁰, -C₀-C₆ alkyl-OR¹⁰, -C₀-C₆ alkyl-CO₂R¹⁰, -C₀-C₆ alkyl-C(O)SR¹⁰, -C₀-C₆ alkyl-CONR¹¹R¹², -C₀-C₆ alkyl-COR¹³, -C₀-C₆ alkyl-OCOR¹³, -C₀-C₆ alkyl-OCONR¹¹R¹², -C₀-C₆ alkyl-NR¹¹CONR¹¹R¹², -C₀-C₆ alkyl-NR¹¹COR¹³, -C₀-C₆ alkyl-Het, -C₁-C₆ alkyl-Ar and -C₁-C₆ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

- 20 Q is selected from C₃-C₈ cycloalkyl, Ar and Het; wherein said C₃-C₈ cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹⁰, -C₀-C₆ alkyl-C(O)SR¹⁰, -C₀-C₆ alkyl-CONR¹¹R¹², -C₀-C₆ alkyl-COR¹³, -C₀-C₆ alkyl-NR¹¹R¹²,
 25 -C₀-C₆ alkyl-SR¹⁰, -C₀-C₆ alkyl-OR¹⁰, -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹¹R¹², -C₀-C₆ alkyl-SO₂R¹⁰, -C₀-C₆ alkyl-SOR¹³, -C₀-C₆ alkyl-OCOR¹³, -C₀-C₆ alkyl-OC(O)NR¹¹R¹², -C₀-C₆ alkyl-OC(O)OR¹³, -C₀-C₆ alkyl-NR¹¹C(O)OR¹³, -C₀-C₆ alkyl-NR¹¹C(O)NR¹¹R¹², and -C₀-C₆ alkyl-NR¹¹COR¹³, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

- 30 p is 0-8;

n is 2-8;

m is 0 or 1;

q is 0 or 1;

t is 0 or 1;

- 35 each R¹ and R² are independently selected from H, halo, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-NR¹¹R¹², -C₀-C₆ alkyl-OR¹⁰,

-C₀-C₆ alkyl-SR¹⁰, -C₁-C₆ alkyl-Het, -C₁-C₆ alkyl-Ar and -C₁-C₆ alkyl-C₃-C₇ cycloalkyl, or R¹ and R² together with the carbon to which they are attached form a 3-5 membered carbocyclic or heterocyclic ring, wherein said heterocyclic ring contains one, or more heteroatoms selected from N, O, and S, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R³ is the same or different and is independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-CO₂R¹⁰, -C₀-C₆ alkyl-C(O)SR¹⁰, -C₀-C₆ alkyl-CONR¹¹R¹², -C₀-C₆ alkyl-COR¹³, -C₀-C₆ alkyl-NR¹¹R¹², -C₀-C₆ alkyl-SR¹⁰, -C₀-C₆ alkyl-OR¹⁰, -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹¹R¹², -C₀-C₆ alkyl-SO₂R¹⁰, -C₀-C₆ alkyl-SOR¹³, -C₀-C₆ alkyl-OCOR¹³, -C₀-C₆ alkyl-OC(O)NR¹¹R¹², -C₀-C₆ alkyl-OC(O)OR¹³, -C₀-C₆ alkyl-NR¹¹C(O)OR¹³, -C₀-C₆ alkyl-NR¹¹C(O)NR¹¹R¹², and -C₀-C₆ alkyl-NR¹¹COR¹³, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R⁴ and R⁵ is independently selected from H, halo, C₁-C₆ alkyl, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

R⁶ and R⁷ are each independently selected from H, halo, C₁-C₆ alkyl, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

R⁸ and R⁹ are each independently selected from H, halo, C₁-C₆ alkyl, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

R¹⁰ is selected from H, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

each R¹¹ and each R¹² are independently selected from H, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, or R¹¹ and R¹² together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S;

R¹³ is selected from C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

R¹⁴ and R¹⁵ are each independently selected from H, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-O-Ar, -C₀-C₆ alkyl-O-Het, -C₀-C₆ alkyl-O-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-S(O)_x-C₁-C₆ alkyl, -C₀-C₆ alkyl-S(O)_x-Ar, -C₀-C₆ alkyl-S(O)_x-Het, -C₀-C₆ alkyl-S(O)_x-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-NH-Ar, -C₀-C₆ alkyl-NH-Het, -C₀-C₆ alkyl-NH-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-N(C₁-C₄ alkyl)-

Ar, -C₀-C₆ alkyl-N(C₁-C₄ alkyl)-Het, -C₀-C₆ alkyl-N(C₁-C₄ alkyl)-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, where x is 0, 1 or 2, or R¹⁴ and R¹⁵, together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C₁-C₆ alkyl is optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH₂, -NH(unsubstituted C₁-C₆ alkyl), -N(unsubstituted C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl), unsubstituted -OC₁-C₆ alkyl, -CO₂H, -CO₂(unsubstituted C₁-C₆ alkyl), -CONH₂, -CONH(unsubstituted C₁-C₆ alkyl), -CON(unsubstituted C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl), -SO₃H, -SO₂NH₂, -SO₂NH(unsubstituted C₁-C₆ alkyl) and -SO₂N(unsubstituted C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl);

R¹⁶ is C₁-C₆ alkyl, -C₀-C₆ alkyl-Ar or -C₀-C₆ alkyl-Het; and

R¹⁷ is H, C₁-C₆ alkyl, -C₀-C₆ alkyl-Ar or -C₀-C₆ alkyl-Het;

or a pharmaceutically acceptable salt or solvate thereof.

2. The compound according to claim 1, wherein p is 0, 1 or 2.

3. The compound according to claim 1, wherein t is 0.

4. The compound according to any of claims 1-3, wherein R¹ and R² are each H.

5. The compound according to any of claims 1-4, wherein A is a phenyl fused ring.

6. The compound according to any of claims 1-5, wherein k is 0.

7. The compound according to any one of claims 1-6, wherein U is U is -OR¹⁰, -COOR¹⁰, -CONR¹¹R¹² or -NR¹¹R¹².

8. The compound according to any one of claims 1-7, wherein U is -OH, -COOH, -CONH₂, -CON(H)CH₂-furan-2-yl, or -N(H)CH₂-furan-2-yl.

9. The compound according to any of claims 1-8, wherein n is 2-4.

10. The compound according to any of claims 1-9, wherein n is 3.

11. The compound according to any of claims 1-10, wherein q is 1.

5 12. The compound according to any of claims 1-11, wherein R^8 and R^9 are each H.

13. The compound according to any of claims 1-12, wherein Q is a substituted phenyl group, containing one or two substituents selected from halo, C₁-C₄ alkoxy; and C₁-C₄ alkyl or Q is a 1,3-benzodioxolyl or dihydrobenzofuranyl group.

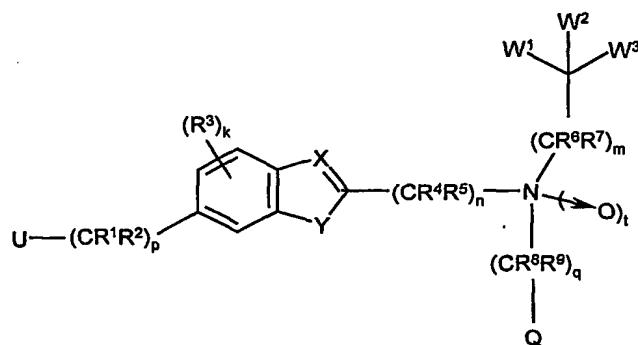
14. The compound according to any of claims 1-13, wherein Q is a phenyl group substituted by one or two substituents selected from chloro, trifluoromethyl and methoxy or is a 1,3-benzodioxolyl or a dihydrobenzofuranyl group.

15. The compound according to any one of claims 1-14, wherein m is 1 and R^6 and R^7 are both H.

16. The compound according to any one of claims 1-15, wherein W^3 is H.

17. The compound according to any of claims 1-16 wherein W^1 and W^2 are each unsubstituted phenyl or W^1 is unsubstituted phenyl and W^2 is methyl.

18. A compound of Formula II:



II

wherein:

X is CH or N;

Y is O, or S;

U is selected from halo, $-OR^{10}$, $-NR^{14}R^{15}$, cyano, $-COOR^{10}$, $-OCOR^{13}$, $-CONR^{14}R^{15}$, $-N(R^{14})COR^{13}$, $-SO_2NR^{14}R^{15}$, $-C(=NH)NR^{14}R^{15}$, and a 5 or 6-membered heterocyclic group;

5 A is a phenyl fused ring moiety, wherein k is 0 or 1;

W^1 is selected from C_3 - C_8 cycloalkyl, aryl and Het, wherein said C_3 - C_8 cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1 - C_6 alkyl, C_3 - C_6 alkenyl, C_3 - C_6 alkynyl, $-C_0$ - C_4 alkyl- CO_2R^{10} , $-C_0$ - C_4 alkyl- $C(O)SR^{10}$,
 10 $-C_0$ - C_4 alkyl- $CONR^{11}R^{12}$, $-C_0$ - C_4 alkyl- COR^{13} , $-C_0$ - C_4 alkyl- $NR^{11}R^{12}$, $-C_0$ - C_4 alkyl- SR^{10} , $-C_0$ - C_4 alkyl- OR^{10} , $-C_0$ - C_4 alkyl- SO_3H , $-C_0$ - C_4 alkyl- $SO_2NR^{11}R^{12}$, $-C_0$ - C_4 alkyl- SO_2R^{10} , $-C_0$ - C_4 alkyl- SOR^{13} , $-C_0$ - C_4 alkyl- $OCOR^{13}$, $-C_0$ - C_4 alkyl- $OC(O)NR^{11}R^{12}$, $-C_0$ - C_4 alkyl- $OC(O)OR^{13}$, $-C_0$ - C_4 alkyl- $NR^{11}C(O)OR^{13}$, $-C_0$ - C_4 alkyl- $NR^{11}C(O)NR^{11}R^{12}$, and $-C_0$ - C_4 alkyl- $NR^{11}COR^{13}$, where said C_1 - C_6 alkyl
 15 is optionally unsubstituted or substituted by one or more halo substituents;

W^2 is selected from H, halo, C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, $-C_0$ - C_4 alkyl- $NR^{11}R^{12}$, $-C_0$ - C_4 alkyl- SR^{10} , $-C_0$ - C_4 alkyl- OR^{10} , $-C_0$ - C_4 alkyl- CO_2R^{10} , $-C_0$ - C_4 alkyl- $C(O)SR^{10}$, $-C_0$ - C_4 alkyl- $CONR^{11}R^{12}$, $-C_0$ - C_4 alkyl- COR^{13} , $-C_0$ - C_4 alkyl- $OCOR^{13}$, $-C_0$ - C_4 alkyl- $OCONR^{11}R^{12}$, $-C_0$ - C_4 alkyl- $NR^{11}CONR^{11}R^{12}$,
 20 $-C_0$ - C_4 alkyl- $NR^{11}COR^{13}$, $-C_0$ - C_4 alkyl-Het, $-C_0$ - C_4 alkyl-Ar and $-C_0$ - C_4 alkyl- C_3 - C_7 cycloalkyl, wherein said C_1 - C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C_3 - C_7 cycloalkyl, Ar and Het moieties of said $-C_0$ - C_4 alkyl-Het, $-C_0$ - C_4 alkyl-Ar and $-C_0$ - C_4 alkyl- C_3 - C_7 cycloalkyl are optionally unsubstituted or substituted with one or
 25 more groups independently selected from halo, cyano, nitro, C_1 - C_6 alkyl, C_3 - C_6 alkenyl, C_3 - C_6 alkynyl, $-C_0$ - C_4 alkyl- CO_2R^{10} , $-C_0$ - C_4 alkyl- $C(O)SR^{10}$, $-C_0$ - C_4 alkyl- $CONR^{11}R^{12}$, $-C_0$ - C_4 alkyl- COR^{13} , $-C_0$ - C_4 alkyl- $NR^{11}R^{12}$, $-C_0$ - C_4 alkyl- SR^{10} , $-C_0$ - C_4 alkyl- OR^{10} , $-C_0$ - C_4 alkyl- SO_3H , $-C_0$ - C_4 alkyl- $SO_2NR^{11}R^{12}$, $-C_0$ - C_4 alkyl- SO_2R^{10} , $-C_0$ - C_4 alkyl- SOR^{13} , $-C_0$ - C_4 alkyl- $OCOR^{13}$,
 30 $-C_0$ - C_4 alkyl- $OC(O)NR^{11}R^{12}$, $-C_0$ - C_4 alkyl- $OC(O)OR^{13}$, $-C_0$ - C_4 alkyl- $NR^{11}C(O)OR^{13}$, $-C_0$ - C_4 alkyl- $NR^{11}C(O)NR^{11}R^{12}$, and $-C_0$ - C_4 alkyl- $NR^{11}COR^{13}$, where said C_1 - C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W^3 is selected from the group consisting of: H, halo, C_1 - C_6 alkyl, $-C_0$ - C_4 alkyl- $NR^{11}R^{12}$, $-C_0$ - C_4 alkyl- SR^{10} , $-C_0$ - C_4 alkyl- OR^{10} , $-C_0$ - C_4 alkyl- CO_2R^{10} ,
 35 $-C_0$ - C_4 alkyl- $C(O)SR^{10}$, $-C_0$ - C_4 alkyl- $CONR^{11}R^{12}$, $-C_0$ - C_4 alkyl- COR^{13} , $-C_0$ - C_4 alkyl- $OCOR^{13}$, $-C_0$ - C_4 alkyl- $OCONR^{11}R^{12}$, $-C_0$ - C_4 alkyl- $NR^{11}CONR^{11}R^{12}$,

-C₀-C₄ alkyl-NR¹¹COR¹³, -C₀-C₄ alkyl-Het, -C₁-C₄ alkyl-Ar and
 -C₁-C₄ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or
 substituted by one or more halo substituents;

Q is Ar or Het; wherein said Ar and Het are optionally unsubstituted or
 5 substituted with one or more groups independently selected from halo, cyano, nitro,
 C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₄ alkyl-CO₂R¹⁰,
 -C₀-C₄ alkyl-C(O)SR¹⁰, -C₀-C₄ alkyl-CONR¹¹R¹², -C₀-C₄ alkyl-COR¹³,
 -C₀-C₄ alkyl-NR¹¹R¹², -C₀-C₄ alkyl-SR¹⁰, -C₀-C₄ alkyl-OR¹⁰, -C₀-C₄ alkyl-SO₃H,
 -C₀-C₄ alkyl-SO₂NR¹¹R¹², -C₀-C₄ alkyl-SO₂R¹⁰, -C₀-C₄ alkyl-SOR¹³,
 10 -C₀-C₄ alkyl-OCOR¹³, -C₀-C₄ alkyl-OC(O)NR¹¹R¹², -C₀-C₄ alkyl-OC(O)OR¹³,
 -C₀-C₄ alkyl-NR¹¹C(O)OR¹³, -C₀-C₄ alkyl-NR¹¹C(O)NR¹¹R¹², and
 -C₀-C₄ alkyl-NR¹¹COR¹³, where said C₁-C₆ alkyl is optionally unsubstituted or
 substituted by one or more halo substituents,

p is 0-4;

15 n is 3;

m is 0 or 1;

q is 0 or 1;

t is 0;

each R¹ and R² are independently selected from H, fluoro, C₁-C₆ alkyl,
 20 -C₀-C₄ alkyl-OR¹⁰, -C₀-C₄ alkyl-SR¹⁰, -C₁-C₄ alkyl-Het, -C₁-C₄ alkyl-Ar and
 -C₁-C₄ alkyl-C₃-C₇ cycloalkyl, where said C₁-C₆ alkyl is optionally unsubstituted or
 substituted by one or more halo substituents;

each R³ is the same or different and is independently selected from halo,
 cyano, C₁-C₆ alkyl, -C₀-C₄ alkyl-NR¹¹R¹², -C₀-C₄ alkyl-OR¹⁰,
 25 -C₀-C₄ alkyl-SO₂NR¹¹R¹², and -C₀-C₄ alkyl-CO₂H, wherein said C₁-C₆ alkyl is
 optionally unsubstituted or substituted by one or more halo substituents;

each R⁴ and R⁵ is independently selected from H, fluoro and C₁-C₆ alkyl;

R⁶ and R⁷ are each independently selected from H, fluoro and C₁-C₆ alkyl;

R⁸ and R⁹ are each independently selected from H, fluoro and C₁-C₆ alkyl;

30 R¹⁰ is selected from H, C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and
 -C₀-C₄ alkyl-C₃-C₇ cycloalkyl;

each R¹¹ and each R¹² are independently selected from H, C₁-C₆ alkyl,
 -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl, or R¹¹ and R¹²
 together with the nitrogen to which they are attached form a 4-7 membered
 35 heterocyclic ring which optionally contains one or more additional heteroatoms
 selected from N, O, and S;

R¹³ is selected from C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl;

R¹⁴ and R¹⁵ are each independently selected from H, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het, -C₀-C₄ alkyl-C₃-C₇ cycloalkyl, -C₀-C₄ alkyl-O-Ar, -C₀-C₄ alkyl-O-Het, -C₀-C₄ alkyl-O-C₃-C₇ cycloalkyl, -C₀-C₄ alkyl-S(O)_x-C₁-C₆ alkyl, -C₀-C₄ alkyl-S(O)_x-Ar, -C₀-C₄ alkyl-S(O)_x-Het, -C₀-C₄ alkyl-S(O)_x-C₃-C₇ cycloalkyl, -C₀-C₄ alkyl-NH-Ar, -C₀-C₄ alkyl-NH-Het, -C₀-C₄ alkyl-NH-C₃-C₇ cycloalkyl, -C₀-C₄ alkyl-N(C₁-C₄ alkyl)-Ar, -C₀-C₄ alkyl-N(C₁-C₄ alkyl)-Het, -C₀-C₄ alkyl-N(C₁-C₄ alkyl)-C₃-C₇ cycloalkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl, where x is 0, 1 or 2, or R¹⁴ and R¹⁵, together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl are optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH₂, -NH(unsubstituted C₁-C₄ alkyl), -N(unsubstituted C₁-C₄ alkyl)(unsubstituted C₁-C₄ alkyl), unsubstituted -OC₁-C₄ alkyl, -CO₂H, -CO₂(unsubstituted C₁-C₄ alkyl), -CONH₂, -CONH(unsubstituted C₁-C₄ alkyl), -CON(unsubstituted C₁-C₄ alkyl)(unsubstituted C₁-C₄ alkyl), -SO₃H, -SO₂NH₂, -SO₂NH(unsubstituted C₁-C₄ alkyl) and -SO₂N(unsubstituted C₁-C₄ alkyl)(unsubstituted C₁-C₄ alkyl);

or a pharmaceutically acceptable salt or solvate thereof.

19. The compound according to any one of claims 1 or 18, wherein: R¹, R², R³, R⁴, R⁵, R⁶, R⁷, R⁸ and R⁹ are each H; U is -OR¹⁰, -COOR¹⁰, -CONR¹¹R¹² or -NR¹¹R¹²; A is a phenyl fused ring; Q is a substituted phenyl group containing one or two substituents selected from halo, C₁-C₄ alkoxy and C₁-C₄ alkyl or Q is a 1,3-benzodioxolyl or a dihydrobenzofuranyl group; p is 1 or 2; n is 3; m is 1; q is 1; k is 0; t is 0; W¹ is aryl; W² is aryl or C₁-C₄ alkyl; and W³ is H; or a pharmaceutically acceptable salt or solvate thereof.

20. The compound according to claim 19, wherein R¹, R², R³, R⁴, R⁵, R⁶, R⁷, R⁸, R⁹ and W³ are each H; U is -OH, -COOH, -CONH₂, -CON(H)CH₂-furan-2-yl, -N(H)CH₂-furan-2-yl; A is a phenyl fused ring; Q is a phenyl group substituted by one or two substituents selected from chloro, trifluoromethyl and methoxy or Q is a 1,3-benzodioxolyl or a dihydrobenzofuranyl group; p is 1 or 2; n is 3; m is 1; q is

1; k is 0; t is 0; W¹ is unsubstituted phenyl; and W² is methyl or unsubstituted phenyl; or a pharmaceutically acceptable salt or solvate thereof.

21. A compound selected from:

- 5 2-[2-{ [2-chloro-3-(trifluoromethyl)-benzyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid,
- 2-[2-{ [2,4-dimethoxy-benzyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid,
- 2-[2-{ [(2,3-methylenedioxy)benzyl](2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid,
- 10 2-[2-[[2,3-dihydrobenzo[b]furan)methyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid,
- 2-[2-[[4-methoxy-benzyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid,
- 15 (R)-2-[2-{[2-chloro-3-(trifluoromethyl)-benzyl] (2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid,
- (R)-2-[2-[[2,3-dihydrobenzo[b]furan)methyl](2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid,
- (S)-2-[2-[[2-chloro-3-(trifluoromethyl)-benzyl] (2-methyl-2-phenylethyl)amino}ethyl]-benzofuran acetic acid,
- 20 (S)-2-[2-{ [(2,3-dihydrobenzo[b]furan)methyl](2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid,
- 2-[2-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-ethyl]-6-benzofuran acetic acid,
- 25 2-[2-{ [(2,3-methylenedioxy)benzyl](2,2-diphenylethyl)amino}ethyl]-6-benzofuran acetic acid,
- 2-[2-{ [(2,4-dimethoxy)benzyl](2,2-diphenylethyl)amino}ethyl]-6-benzofuran acetic acid,
- 30 2-[2-[(4-methoxy-benzyl)(2,2-diphenylethyl)amino]-ethyl]-6-benzofuran acetic acid,
- 2-[2-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl-amino) ethyl]-benzofuran-6-yl)-N-furan-2-yl methyl-acetamide,
- 2-[2-[(2,4-dimethoxy-benzyl)(2,2-diphenylethyl)-amino]ethyl]-benzofuran-6-yl)-N-furan-2-yl methyl -acetamide,
- 35 2-[2-[(2-chloro-3-(trifluoromethyl)-benzyl) (2,2-diphenylethyl-amino)ethyl]-benzofuran-6-yl)-acetamide,

(racemic) 2-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2-phenyl-propyl)-amino]-propyl}-benzofuran-6-yl)-acetic acid,

2-(2-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propyl}-benzofuran-6-yl)-ethanol,

5 2-(2-{3-[(2,4-dimethoxy)-benzyl)-(2,2-diphenylethyl)-amino]-propyl}-benzofuran-6-yl)-ethanol,

2-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-((*R*)-2-phenyl-propyl)-amino]-propyl}-benzofuran-6-yl)-acetic acid,

10 2-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-((*S*)-2-phenyl-propyl)-amino]-propyl}-benzofuran-6-yl)-acetic acid,

(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[3-(6-{2-[(furan-2-ylmethyl)-amino]-ethyl-benzofuran-2-yl)-propyl]-amine,

and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

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22. The compound according to claim 21, selected from:

2-[2-{ [2,4-dimethoxy-benzyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid,

20 (*R*)-2-[2-{[(2,3-dihydrobenzo[*b*]furan)methyl](2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid,

2-{2-[(2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-ethyl}-6-benzofuran acetic acid,

2-[2-{ [(2,4-dimethoxy)benzyl](2,2-diphenylethyl)amino}ethyl]-6-benzofuran acetic acid,

25 and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

23. A pharmaceutical composition comprising a compound according to any one of claims 1-22.

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24. The pharmaceutical composition according to claim 23 further comprising a pharmaceutically acceptable carrier or diluent.

25. A method for the prevention or treatment of an LXR mediated
35 disease or condition comprising administering a therapeutically effective amount of a compound according to any of claims 1-22.

26. The method according to claim 25, wherein said LXR mediated disease or condition is cardiovascular disease.

5 27. The method according to claim 25, wherein said LXR mediated disease or condition is atherosclerosis.

28. The method according to claim 25, wherein said LXR mediated disease or condition is inflammation.

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29. A method for increasing reverse cholesterol transport, said method comprising administering a therapeutically effective amount of a compound according to any of claims 1-22.

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30. A method for inhibiting cholesterol absorption, said method comprising administering a therapeutically effective amount of a compound according to any of claims 1-22.

20

31. A compound according to any of claims 1-22 for use as a medicament.

25

32. Use of a compound according to any of claims 1-22 for the preparation of a medicament for the prevention or treatment of an LXR mediated disease or condition.

33. Use of a compound according to any of claims 1-22 for the preparation of a medicament for the prevention or treatment of cardiovascular disease.

30

34. Use of a compound according to any of claims 1-22 for the preparation of a medicament for the prevention or treatment of atherosclerosis.

35. Use of a compound according to any of claims 1-22 for the preparation of a medicament for the prevention or treatment of inflammation.

35

36. Use of a compound according to any of claims 1-22 for the preparation of a medicament for increasing reverse cholesterol transport.

37. Use of a compound according to any of claims 1-22 for the preparation of a medicament for inhibiting cholesterol absorption.

38. A pharmaceutical composition comprising a compound according to any of claims 1-22 for use in the prevention or treatment of an LXR mediated disease or condition.

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39. A compound selected from the group:

2-[2-[(2,2-diphenylethyl)amino]ethyl]-5-benzofuran acetic acid methyl ester,

2-[2-[[2-chloro-3-(trifluoromethyl)benzyl-(2,2-diphenylethyl)amino]ethyl]-5-benzofuran acetic acid methyl ester,

15 2-[2-{[2,4-dimethoxy-benzyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

2-[2-{[(2,3-methylenedioxy)benzyl](2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

20 2-[2-[[2,3-dihydrobenzo[b]furan)methyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

2-[2-[[4-methoxy-benzyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

(R)-2-[2-[(2-methyl-2-phenylethyl)amino]ethyl]-5-benzofuran acetic acid methyl ester,

25 (R)-2-[2-{[2-chloro-3-(trifluoromethyl)-benzyl] (2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

(R)-2-[2-[[2,3-dihydrobenzo[b]furan)methyl](2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

30 (S)-2-[2-[(2-methyl-2-phenylethyl)amino]ethyl]-5-benzofuran acetic acid methyl ester,

(S)-2-[2-[[2-chloro-3-(trifluoromethyl)-benzyl] (2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

(S)-2-[2-{[(2,3-dihydrobenzo[b]furan)methyl](2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

35 2-[2-[(2,2-diphenylethyl)amino]-ethyl]-6-benzofuran acetic acid methyl ester,

2-{2-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-ethyl}-6-benzofuran acetic acid methyl ester,

2-[2-{ [(2,3-methylenedioxy)benzyl](2,2-diphenylethyl)amino}ethyl]-6-benzofuran acetic acid methyl ester,

5 2-[2-{ [(2,4-dimethoxy)benzyl](2,2-diphenylethyl)amino}ethyl]-6-benzofuran acetic acid methyl ester,

2-{2-[(4-methoxy-benzyl)(2,2-diphenylethyl)amino]-ethyl}-6-benzofuran acetic acid methyl ester,

10 and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.